

Canadian Pacific

RECORDATION NO. 8663-A Filed 1425

No.

4-363A025

Date

DEC 28 1984

Fee \$

10.00

ICC Washington, D. C.

December 18, 1984

INTERSTATE COMMERCE COMMISSION

Secretary,  
Interstate Commerce Commission,  
WASHINGTON, D.C.  
U.S.A.

Dear Sir:

Re: Canadian Pacific Limited  
Equipment Trust Series "W"

This refers to the Equipment Trust Agreement dated as of January 1, 1977 between Bank of Montreal Trust Company and Canadian Pacific Limited and recorded with the United States Interstate Commerce Commission on January 18, 1977 at 12:10 p.m., Recordation No. 8663, as well as the First Amendment thereto also dated as of January 1, 1977 by and between the same parties and also recorded with the Commission on March 23, 1977 at 2:00 p.m., Recordation No. 8663-A.

Supplemental Agreements dated as of April 10, 1984 and August 8, 1984 have been filed as well with the United States Interstate Commerce Commission on May 16, 1984 and August 23, 1984, respectively. Recordation Nos. 8663-B and 8663-C.

It has become necessary to renumber certain equipment. Consequently, a Supplemental Agreement dated as of December 17, 1984 has been executed by Bank of Montreal Trust Company and Canadian Pacific Limited for that purpose.

Transmitted herewith are three original counterparts (two for the Commission's files and one for stamping by the Commission of the recordation information and return to the messenger handing you this letter) of the Supplemental Agreement dated as of December 17, 1984, as well as a cheque to cover the recordation fee.

J P T Clough  
Vice-President

*File*

*Mark Hildenberger*

*Counterpart*

It is requested that you proceed with the recordation of the Supplemental Agreement pursuant to Section 20c of the Interstate Commerce Act and you return one counterpart to the messenger handing you this letter.

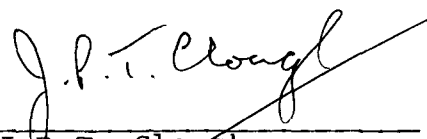
The names and addresses of the parties to the Supplemental Agreement are as follows:

Bank of Montreal Trust Company,  
Two Wall Street,  
NEW YORK, New York.  
U.S.A. 10005

Canadian Pacific Limited,  
910 Peel Street,  
MONTREAL, Quebec. H3C 3E4  
Canada.

I am an Executive Officer of Canadian Pacific Limited and have knowledge of the matters set forth herewith.

Yours very truly,

  
\_\_\_\_\_  
J.P.T. Clough  
Vice-President  
Finance and Accounting

# SIDLEY & AUSTIN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ONE FIRST NATIONAL PLAZA

CHICAGO, ILLINOIS 60603

TELEPHONE 312: 853-7000

TELEX 25-4364

2049 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067  
TELEPHONE 213: 553-8100  
TELEX 18-1391

1722 EYE STREET, N.W.  
WASHINGTON, D.C. 20006  
TELEPHONE 202: 429-4000  
TELEX 89-463

9 HOLLAND PARK  
LONDON, W11 3TH, ENGLAND  
TELEPHONE 01: 727-0132  
TELEX 21781

P.O. Box 190  
MUSCAT, SULTANATE OF OMAN  
TELEPHONE 722-411  
TELEX 3266

P.O. Box 4619  
DEIRA, DUBAI-U.A.E.  
TELEPHONE 9714-283194  
TELEX 47216

Founded in 1866 as  
Williams & Thompson

December 28, 1984

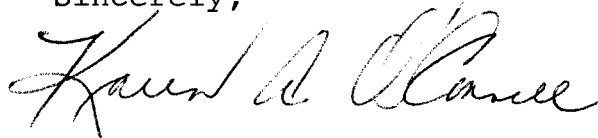
Ms. Mildred Lee  
Recordation  
Room 2303  
INTERSTATE COMMERCE COMMISSION  
12th & Constitution Avenue, N.W.  
Washington, D. C. 20423

Dear Ms. Lee:

Per our telecons of last evening and this morning please accept for filing the enclosed Series W Supplemental Agreements for Canadian Pacific Limited. With these enclosures are two originals for filing and an additional for stamping and return to our office as well as a check from our firm for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Karen A. O'Connell  
Secretary to  
Richard J. Flynn, PC

enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/28/84

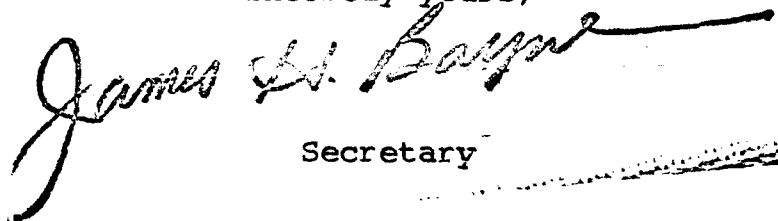
**OFFICE OF THE SECRETARY**

JPT Clough  
Canadian Pacific  
910 Peel St. P.O.Box 6042 St.A"  
Montreal, Quebec H3C 3E4

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/84 at 11:20am and assigned re-recording number(s). 8663-D

Sincerely yours,

  
Secretary

Enclosure(s)

SUPPLEMENTAL AGREEMENT dated as of the 17th day of December , 1984 by and between BANK OF MONTREAL TRUST COMPANY, a New York corporation, as Trustee (hereinafter called the "Trustee"), and CANADIAN PACIFIC LIMITED, a corporation duly organized and existing under the laws of Canada (hereinafter called "Company").

8663-A  
Recordation No. 8663-A  
Filed 1425  
DEC 28 1984 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS CANADIAN PACIFIC LIMITED EQUIPMENT TRUST, SERIES "W", was constituted by the Equipment Trust Agreement dated as of January 1, 1977 (hereinafter called the "Trust Agreement") by and between the Trustee and the Company; and

WHEREAS the Trust Agreement was filed and recorded with the United States Interstate Commerce Commission on January 18, 1977, at 12:10 p.m., Recordation No. 8663, pursuant to Section 20c of the Interstate Commerce Act, as amended, and duly deposited in the office of the Registrar General of Canada on January 18, 1977, at 12:08 p.m., notice of such deposit having been duly published in the Canada Gazette on February 5, 1977; and

WHEREAS by First Amendment to the Trust Agreement also dated as of January 1, 1977, between the Trustee and the Company, filed and recorded with the United States Interstate Commerce Commission on March 23, 1977 at 2:00 p.m., Recordation No. 8663-A, and duly deposited in the office of the Registrar General of Canada on March 11, 1977 at 1:15 p.m., notice of such deposit having been published in the Canada Gazette on April 2, 1977, Section 5.1 of ARTICLE V of the Trust Agreement was amended in the manner specified in said First Amendment to the Trust Agreement.

WHEREAS by Supplemental Agreement dated as of April 10, 1984, filed and recorded with the United States Interstate Commerce Commission on May 16, 1984 at 12:00 p.m., Recordation No. 8663-B, and duly deposited in the office of the Registrar General of Canada on April 18, 1984 at 10:30 a.m., and Notice of such deposit having been published in the Canada Gazette on June 2,

1984, certain equipment subject to the Trust Agreement was renumbered as therein described; and

WHEREAS by Supplemental Agreement dated as of August 8, 1984, filed and recorded with the United States Interstate Commerce Commission on August 23, 1984 at 11:15 a.m., Recordation No. 8663-C and duly deposited in the office of the Registrar General of Canada on August 14, 1984 at 2:41 p.m. and notice of such deposit having been published in the Canada Gazette on September 1, 1984, certain equipment as therein described was subjected to the Trust Agreement in lieu of some other equipment as therein described; and

WHEREAS Section 4.6 of the Trust Agreement provides that the Company shall not change or permit to be changed, the numbers of any of the Trust Equipment (as defined in the Trust Agreement) except in accordance with a statement of new numbers to be substituted therefor, to be filed with the Trustee by the Company as well as filed and recorded in like manner as the Trust Agreement; and

WHEREAS the Company desires to further amend the Trust Agreement by renumbering sixty-seven (67) of the 89'4" 54 ton tri-level flat cars described in Schedule A to the Trust Agreement, to which renumbering the Trustee has consented, and the parties desire to enter into this Supplemental Agreement for the purpose of evidencing such renumbering pursuant to Section 4.6.

NOW THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

1. That the description of sixty-seven (67) tri-level flat cars, hereinafter enumerated, described in Schedule A to the Trust Agreement, is hereby amended by changing the numbers of said units as hereinafter enumerated:

PREVIOUS NUMBERS

RENUMBERED

550564	556327
550901	556331
550501	556334
550902	556341
550551	556343
550509	556344
550596	566348
550533	566351
550444	556353
550496	556354
550905	556364
550906	556381
550500	556389
550430	556391
550458	556392
550431	556393
550510	556395
550576	556396
550515	556398

2. That upon the above-described equipment being so renumbered, the said equipment shall remain Trust Equipment within the meaning of the Trust Agreement and shall be subject to all the terms and provisions thereof.

IN WITNESS WHEREOF the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

CORPORATE SEAL  
ATTEST:

  
Trust Officer

CORPORATE SEAL  
ATTEST:

BANK OF MONTREAL TRUST COMPANY  
Trustee,

By: Z. Gump   
VICE PRESIDENT

By: \_\_\_\_\_

CANADIAN PACIFIC LIMITED

By: J. P. T. Clough   
Vice-President  
Finance and Accou.

By: R. C. Clough   
ASSISTANT SECRETARY



## CHAMBER OF NOTARIES OF QUEBEC

PROVINCE OF QUEBEC  
CANADA

I, DANIELLE LORD, Secretary of the Chamber of Notaries of Quebec, Canada, said Chamber having its Seat, in the City of Montreal, organized under the laws of said Province of Quebec, and being the sole and only Chamber of Record for all Notaries in said Province, said Chamber having a seal, the whole as enacted by the law 17-18 Elizabeth II, 1968, ch. 70, and amended on July 6th, 1973 to concord with the Professional Code which came into force February 1st, 1974.

DO HEREBY CERTIFY that ME ANDRE GROULX, NOTARY - - - - -  
residing at Montreal - - - - - in the Judicial District of Montreal - - - - -  
of said Province, who signed the certificate of proof of acknowledgment on the hereunto attached instrument, was at the time of taking such proof of acknowledgment a practising Notary and Public Officer, having been duly commissioned and sworn as such and his name is entered on the Roll of the Order of Notaries of said Province of Quebec, that his jurisdiction extends over the whole of said Province of Quebec and his term of office is for life; that therefore he is at the date hereon a person authorized to take and certify affidavits and solemn declarations and to take proof and acknowledgment of all deeds and other instruments, and to certify as such Notary both originals and copies thereof or either of them to be recorded in said Province, the whole in accordance with and as required by the said Notarial Act and the laws of said Province of Quebec.

AND moreover I have compared the signature: " Andre Groulx, notary- - - - - " affixed to said instrument, with that deposited in the "Register of official signatures of Notaries" (said Register being kept only by me and remaining of record only in my office), and, as required by said Notarial Act and laws, such signature is the Official signature of said person and the impression of his official seal on said certificate is also genuine.

THAT further in my said capacity of Secretary of the said Chamber of Notaries, I am the only authority under the laws of said Province to issue the present certificate.

WITNESS my hand and the official seal of said Chamber of Notaries at Montreal,  
this sixteenth day of November one thousand nine hundred  
and eighty-four.



DANIELLE LORD  
Secretary

630 DORCHESTER BLVD., WEST, ROOM 1700, MONTREAL, QUE. H3B 1T6 (514) 879-1793



STATE OF NEW YORK                    )  
  ) ss:  
COUNTY OF NEW YORK                )

On this 17th day of December , 1984, before me personally appeared Kevin O. Healey , to me personally known, who, being by me duly sworn, says that he is a Trust Officer of BANK OF MONTREAL TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(SEAL)

My commission expires MAR 30 1985



PETER A. DUDA  
Notary Public, State of New York  
No. 41-4754949  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires March 30, 1985

PROVINCE OF QUEBEC                )  
  ) ss:  
CITY OF MONTREAL                    )

On this 15th day of November , 1984, before me personally appeared R.E. Church , to me personally known, who, being by me duly sworn, says that he is an Assistant Secretary of CANADIAN PACIFIC LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument